[redacted]

File Number: 2006091201415
Date Filed: 09/11/2006 03:48 PM
Pedro A. Cortés
Secretary of the Commonwealth

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Corporation Service Company
Acct # 30044

Commonwealth of Pennsylvania
UCC1 Initial Filing 1 Page(s)

T0625563013

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Alpine Manor, Inc., c/o National Corporate Research, Ltd.

OR 1b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

1c. MAILING ADDRESS: 600 North 2nd Street | CITY: Harrisburg | STATE: PA | POSTAL CODE: 17101 | COUNTRY: USA

1d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION: Corporation | 1f. JURISDICTION OF ORGANIZATION: Pennsylvania | 1g. ORGANIZATIONAL ID #, if any: PA929062 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

2c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY

2d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 2e. TYPE OF ORGANIZATION | 2f. JURISDICTION OF ORGANIZATION | 2g. ORGANIZATIONAL ID #, if any ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.

OR 3b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

3c. MAILING ADDRESS: 175 Kelsey Lane | CITY: Tampa | STATE: FL | POSTAL CODE: 33619 | COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Alpine Manor, Inc.).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA: 372516-2 GB

FILING OFFICE COPY— UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

[redacted]

File Number: 2006091201201
Date Filed: 09/11/2006 03:48 PM
Pedro A. Cortés
Secretary of the Commonwealth

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Corporation Service Company
Acct # 30044

Commonwealth of Pennsylvania
UCC1 Initial Filing 1 Page(s)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Briarcliff Nursing Home, Inc.

OR 1b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

1c. MAILING ADDRESS: 240 North 3rd Street | CITY: Harrisburg | STATE: PA | POSTAL CODE: 17101 | COUNTRY: USA

1d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION: Corporation | 1f. JURISDICTION OF ORGANIZATION: Pennsylvania | 1g. ORGANIZATIONAL ID #, if any: PA945606 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

2c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY

2d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 2e. TYPE OF ORGANIZATION | 2f. JURISDICTION OF ORGANIZATION | 2g. ORGANIZATIONAL ID #, if any ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.

OR 3b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

3c. MAILING ADDRESS: 175 Kelsey Lane | CITY: Tampa | STATE: FL | POSTAL CODE: 33619 | COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Briarcliff Nursing Home, Inc.).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA: 372516-1

FILING OFFICE COPY— UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

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[redacted]

File Number: 2006091201263
Date Filed: 09/11/2006 03:48 PM
Pedro A. Cortés
Secretary of the Commonwealth

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Corporation Service Company
Acct # 30044

Commonwealth of Pennsylvania
UCC1 Initial Filing 1 Page(s)

T0625563017

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Elm Creek of IHS, Inc., c/o National Corporate Research, Ltd.

OR 1b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

1c. MAILING ADDRESS: 600 North 2nd Street | CITY: Harrisburg | STATE: PA | POSTAL CODE: 17101 | COUNTRY: USA

1d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION: Corporation | 1f. JURISDICTION OF ORGANIZATION: Pennsylvania | 1g. ORGANIZATIONAL ID #, if any: PA1582135 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

2c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY

2d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 2e. TYPE OF ORGANIZATION | 2f. JURISDICTION OF ORGANIZATION | 2g. ORGANIZATIONAL ID #, if any ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.

OR 3b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

3c. MAILING ADDRESS: 175 Kelsey Lane | CITY: Tampa | STATE: FL | POSTAL CODE: 33619 | COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Elm Creek of IHS, Inc.).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA: 372516-6

FILING OFFICE COPY— UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

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[redacted]

File Number: 2006091201249
Date Filed: 09/11/2006 03:48 PM
Pedro A. Cortés
Secretary of the Commonwealth

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Corporation Service Company
Acct # 30044

Commonwealth of Pennsylvania
UCC1 Initial Filing 1 Page(s)

T0625563016

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Firelands of IHS, Inc., c/o National Corporate Research, Ltd.

OR

1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
600 North 2nd Street	Harrisburg	PA	17101	USA

1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
		Corporation	Pennsylvania	PA1582139 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME:

OR

2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any
				☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.

OR

3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
175 Kelsey Lane	Tampa	FL	33619	USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Firelands of IHS, Inc.).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. [If applicable] Attach Addendum

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA: 372516-5

FILING OFFICE COPY— UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

American LegalNet, Inc.
www.USCourtForms.com

[redacted]

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Arent Fox PLLC
1675 Broadway
New York, New York 10019

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 05:06 PM 09/05/2006
INITIAL FILING NUM: 6308050 4
AMENDMENT NUMBER: 0000000
SRV: 060821290

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Heart of Georgia NRC, LLC					
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX	
1c. MAILING ADDRESS: 815 Legion Drive	CITY: Eastman	STATE: GA	POSTAL CODE: 31023	COUNTRY: USA	
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION: LLC	1f. JURISDICTION OF ORGANIZATION: DE	1g. ORGANIZATIONAL ID #, if any: DE3691951 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX	
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY	
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.					
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX	
3c. MAILING ADDRESS: 175 Kelsey Lane	CITY: Tampa	STATE: FL	POSTAL CODE: 33619	COUNTRY: USA	

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Heart of Georgia NRC, LLC).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2 (ADDITIONAL FEE)

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

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354614-009

[redacted]

File Number: 2006091201299
Date Filed: 09/11/2006 03:48 PM
Pedro A. Cortés
Secretary of the Commonwealth

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Corporation Service Company
Acct # 30044

Commonwealth of Pennsylvania
UCC1 Initial Filing 1 Page(s)

T0625563014

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
Integrated Health of Locust Valley Road, Inc., c/o National Corporate Research, Ltd.

OR

1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
600 North 2nd Street	Harrisburg	PA	17101	USA

1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
		Corporation	Pennsylvania	PA1056926 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any
				☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
PharMerica, Inc.

OR

3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
175 Kelsey Lane	Tampa	FL	33619	USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Integrated Health of Locust Valley Road, Inc.).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA 372516-3 GB

FILING OFFICE COPY— UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

American LegalNet, Inc.
www.USCourtForms.com

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
Name: Arent Fox PLLC
Address: 1675 Broadway
Address:
City/State/Zip: New York, New York 10019

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 05:07 PM 09/05/2006
INITIAL FILING NUM: 6308052 0
AMENDMENT NUMBER: 0000000
SRV: 060821303

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate, Combine or Combine Names

1a. ORGANIZATION'S NAME: Tri-State Healthcare of Kansas City, LLC					
1b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS: 4700 Cliffview Drive		CITY: Kansas City	STATE: MO	POSTAL CODE: 64150	COUNTRY: USA
1d. TAX ID#: 010795207	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION: LLC	1f. JURISDICTION OF ORGANIZATION: Florida	1g. ORGANIZATIONAL ID#: L03000031114 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME: Integrated Health Services of Cliff Manor, Inc.					
2b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS: 4700 Cliffview Drive		CITY: Kansas City	STATE: MO	POSTAL CODE: 64150	COUNTRY: USA
2d. TAX ID#:	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION: Corporation	2f. JURISDICTION OF ORGANIZATION: Delaware	2g. ORGANIZATIONAL ID#: 2143706 ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS: 175 Kelsey Lane	CITY: Tampa	STATE: FL	POSTAL CODE: 33619	COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of Kansas City, LLC and Integrated Health Services of Cliff Manor, Inc.).

5. ALTERNATE DESIGNATION (if applicable)							
	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR	
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER	

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

3-576014-010

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 05:16 PM 09/05/2006
INITIAL FILING NUM: 6308069 4
AMENDMENT NUMBER: 0000000
SRV: 060821436

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
Name: Arent Fox PLLC
Address: 1675 Broadway
Address:
City/State/Zip: New York, New York 10019

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate, Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of Grand Blanc, LLC				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 11941 Belsay Road	CITY Grand Blanc	STATE MI	POSTAL CODE 48439	COUNTRY USA
1d. TAX ID# 010795211	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031113 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Integrated Health Services of Riverbend, Inc., c/o National Corporate Research, Ltd.				
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS 712 Abbott Road	CITY East Lansing	STATE MI	POSTAL CODE 48823	COUNTRY USA
2d. TAX ID#	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Delaware	2g. ORGANIZATIONAL ID# 2144394 ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of Grand Blanc, LLC and Integrated Health Services of Riverbend, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR	
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER	

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Offices Copy Approved by the Secretary of State, State of Florida

3-5-4-011

[redacted]

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Arent Fox PLLC
1675 Broadway
New York, New York 10019

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 05:06 PM 09/05/2006
INITIAL FILING NUM: 6308048 8
AMENDMENT NUMBER: 0000000
SRV: 060821281

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Macon Manor NRC, LLC					
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS: 4373 Houston Avenue	CITY: Macon	STATE: GA	POSTAL CODE: 31206	COUNTRY: USA	
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION: LLC	1f. JURISDICTION OF ORGANIZATION: DE	1g. ORGANIZATIONAL ID #, if any: DE3691950 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY	
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.				
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS: 175 Kelsey Lane	CITY: Tampa	STATE: FL	POSTAL CODE: 33619	COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Macon Manor NRC, LLC).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY— UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

American LegalNet, Inc.
www.USCourtForms.com

354614-08

[redacted]

CTY# YEAR UCC #
0332006-06340
Filed and Recorded Sep-07-2006 03:16pm

Jay C. Stephenson
Clerk of Superior Court Cobb Cty. Ga.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

David Holcomb
900 Old Roswell Lakes Pkwy Ste
310 Roswell, Ga 30076
678-795-1005

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Peach Eighteen Properties, LLC					
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS: 801 Legion Drive	CITY: Eastman	STATE: GA	POSTAL CODE: 31023	COUNTRY: USA	
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION: LLC	1f. JURISDICTION OF ORGANIZATION: GA	1g. ORGANIZATIONAL ID #, if any: GA0343421 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY	
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.				
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS: 175 Kelsey Lane	CITY: Tampa	STATE: FL	POSTAL CODE: 33619	COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Peach Eighteen Properties, LLC).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY— UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

American LegalNet, Inc.
www.USCourtForms.com

3542 6014-007

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
CSC
P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 06 AM 12:00
****** 20060359475X ******
C * 09060679833701-25.0025.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Peach Eighteen Properties, LLC				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 1680 Michigan Avenue, Suite 736	CITY Miami Beach	STATE FL	POSTAL CODE 33139	COUNTRY USA
1d. TAX ID# 200168733	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031462 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME				
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID# ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Peach Eighteen Properties, LLC).

5. ALTERNATE DESIGNATION (if applicable) ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ AG. LIEN ☐ NON-UCC FILING ☐ SELLER/BUYER

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA

STANDARD FORM – FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

354614-007

[redacted]

File Number: 2006091201251
Date Filed: 09/11/2006 03:48 PM
Pedro A. Cortés
Secretary of the Commonwealth

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Corporation Service Company
Acct # 30044

Commonwealth of Pennsylvania
UCC1 Initial Filing 1 Page(s)

T0625563015

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME: Spring Creek of IHS, Inc., c/o National Corporate Research, Ltd.

OR 1b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

1c. MAILING ADDRESS: 600 North 2nd Street | CITY: Harrisburg | STATE: PA | POSTAL CODE: 17101 | COUNTRY: USA

1d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION: Corporation | 1f. JURISDICTION OF ORGANIZATION: Pennsylvania | 1g. ORGANIZATIONAL ID #, if any: PA1582141 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

2c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY

2d. SEE INSTRUCTIONS | ADD'L INFO RE ORGANIZATION DEBTOR | 2e. TYPE OF ORGANIZATION | 2f. JURISDICTION OF ORGANIZATION | 2g. ORGANIZATIONAL ID #, if any ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.

OR 3b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME | SUFFIX

3c. MAILING ADDRESS: 175 Kelsey Lane | CITY: Tampa | STATE: FL | POSTAL CODE: 33619 | COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Spring Creek of IHS, Inc.).

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable] | 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA: 372516-4

FILING OFFICE COPY— UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

American LegalNet, Inc.
www.USCourtForms.com

STATE OF FLORIDA UNIFORM COMMERCIAL CODE
FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
Name CSC
Addre P.O. Box 5828
Addre Tallahassee, FL 32314
City/S (800) 342-8086

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 01 AM 12:00
****** 200603569356 ******
C * 09010679670101-25.0025.00***
C * 09010679670102-3.003.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of Alabastor, LLC				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 850 NW 9th Street	CITY Alabaster	STATE AL	POSTAL CODE 35007	COUNTRY USA
1d. TAX ID# 010795223	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031118 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Briarcliff Nursing Home, Inc.				
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS 240 North 3rd Street	CITY Harrisburg	STATE PA	POSTAL CODE 17101	COUNTRY USA
2d. TAX ID#	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Pennsylvania	2g. ORGANIZATIONAL ID# 945606 ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.			
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL / POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of Alabastor, LLC and Briarcliff Nursing Home, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR	
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER	

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

34 8815 001

FLORIDA SECURED TRANSACTION REGISTRY

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

FILED
2006 Sep 11 AM 12:00
****** 200603632732 ******
*****C * 09010679670601-25.00***25.00*****

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO:
Name: CSC
Addr: P.O. Box 5828
Addl: Tallahassee, FL 32314
City: (800) 342-8086

TE

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a

1a. ORGANIZATION'S NAME: Tri-State Healthcare of Boundbrook, LLC

1b. INDIVIDUAL'S LAST NAME		FIRST NAME			
1c. MAILING ADDRESS 1621 Route 22 West		CITY Bound Brook	STATE NJ	POSTAL CODE 08805	COUNTRY USA
1d. TAX ID# 010795215	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031111 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME					
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID# ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME: PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor (Tri-State Healthcare of Boundbrook, LLC).

5. ALTERNATE DESIGNATION (if applicable)	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F.S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA: 348815-5

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

348815-005

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 01 AM 12:00
****** 200603569410 ******
C * 09010679670701-28.0028.00***

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
Name CSC
Address P.O. Box 5828
Address Tallahassee, FL 32314
City/Sta (800) 342-8086

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of Erie, LLC				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 4114 Schaper Avenue	CITY Erie	STATE PA	POSTAL CODE 16508	COUNTRY USA
1d. TAX ID# 010795213	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031112 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Alpine Manor, Inc., c/o National Corporate Research, Ltd.				
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS 600 North 2nd Street	CITY Harrisburg	STATE PA	POSTAL CODE 17101	COUNTRY USA
2d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Pennsylvania	2g. ORGANIZATIONAL ID# 0929062 ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.			
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of Erie, LLC and Alpine Manor, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR	
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER	

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA 348815-4

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

348815-004

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO:
Name CSC
Addres P.O. Box 5828
Addre Tallahassee, FL 32314
City/St (800) 342-8086

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 01 AM 12:00
****** 200603569429 ******
C * 09010679670801-28.0028.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of Grand Blanc, LLC					
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 11941 Belsay Road		CITY Grand Blanc	STATE MI	POSTAL CODE 48439	COUNTRY USA
1d. TAX ID# 010795211	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031113 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Integrated Health Services of Riverbend, Inc., c/o National Corporate Research, Ltd.					
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS 712 Abbott Road		CITY East Lansing	STATE MI	POSTAL CODE 48823	COUNTRY USA
2d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Delaware	2g. ORGANIZATIONAL ID# 635596 ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of Grand Blanc, LLC and Integrated Health Services of Riverbend, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐ LESSEE/LESSOR	☐ CONSIGNEE/CONSIGNOR	☐ BAILEE/BAILOR
	☐ AG. LIEN	☐ NON-UCC FILING	☐ SELLER/BUYER

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

34885-003

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO:
Name CSC
Address P.O. Box 5828
Address Tallahassee, FL 32314
City/St (800) 342-8086

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 01 AM 12:00
****** 200603569399 ******
C * 09010679670501-28.0028.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of Greensburg, LLC				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 890 Weatherwood Lane	CITY Greensburg	STATE PA	POSTAL CODE 15601	COUNTRY USA

1d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID#
010795225		LLC	Florida	L03000031110 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Integrated Health of Locust Valley Road, Inc., c/o National Corporate Research, Ltd.				
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS 600 North 2nd Street	CITY Harrisburg	STATE PA	POSTAL CODE 17101	COUNTRY USA

2d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID#
		Corporation	Pennsylvania	1056926 ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of Greensburg, LLC and Integrated Health of Locust Valley Road, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐ LESSEE/LESSOR	☐ CONSIGNEE/CONSIGNOR	☐ BAILEE/BAILOR
	☐ AG. LIEN	☐ NON-UCC FILING	☐ SELLER/BUYER

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA 348815-6

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

348815-006

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirah, Esq. (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
Name CSC
Address P.O. Box 5828
Address Tallahassee, FL 32314
City/State/ (800)-342-8086

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 01 AM 12:00
****** 200603569364 ******
C * 09010679670201-28.0028.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of Huber Heights, LLC					
1b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 5440 Charlesgate Road		CITY Huber Heights	STATE OH	POSTAL CODE 45242	COUNTRY USA
1d. TAX ID# 010795226	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031109 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Spring Creek of IHS, Inc., c/o National Corporate Research, Ltd.					
2b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS 4568 Mayfield Road, Suite 213		CITY Cleveland	STATE OH	POSTAL CODE 44121	COUNTRY USA
2d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Pennsylvania	2g. ORGANIZATIONAL ID# 778762 ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of Huber Heights, LLC and Spring Creek of IHS, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA 348815-9

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

348815-009

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGMENT TO:
Name: CSC
Address: P.O. Box 5828
Address: Tallahassee, FL 32314
City/St: (800) 342-8086

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 01 AM 12:00
****** 200603569437 ******
C * 09010679670901-28.0028.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of Kansas City, LLC				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 4700 Cliffview Drive	CITY Kansas City	STATE MO	POSTAL CODE 64150	COUNTRY USA
1d. TAX ID# 010795207	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031114 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Integrated Health Services of Cliff Manor, Inc.				
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS 4700 Cliffview Drive	CITY Kansas City	STATE MO	POSTAL CODE 64150	COUNTRY USA
2d. TAX ID#	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Delaware	2g. ORGANIZATIONAL ID# 2143706 ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.			
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL / POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of Kansas City, LLC and Integrated Health Services of Cliff Manor, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA 348815-2

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

348815-002

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
Name CSC
Address P.O. Box 5828
Address Tallahassee, FL 32314
City/State (800) 342-8086

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 01 AM 12:00
****** 200603569380 ******
C * 09010679670401-28.0028.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of New London, LLC					
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 204 West Main Street		CITY New London	STATE OH	POSTAL CODE 44851	COUNTRY USA
1d. TAX ID# 010795221	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031108 ☐ NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Firelands of IHS, Inc.					
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS 11011 McCormick Road		CITY Hunt Valley	STATE MD	POSTAL CODE 21031	COUNTRY USA
2d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Pennsylvania	2g. ORGANIZATIONAL ID# 778764 ☐ NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of New London, LLC and Firelands of IHS, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR	
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER	

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA 348815-7

STANDARD FORM - FORM UCC-1 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

348815-007

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT AMENDMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq., (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
Name Arent Fox PLLC
Address 1675 Broadway
Address
City/State/Zip New York, New York 10019

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 20 AM 12:00
****** 200603699985 ******
C * 09200680419401-12.0012.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
200603569380

1b ☐ This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.

2. CURRENT RECORD INFORMATION - DEBTOR NAME - INSERT ONLY ONE DEBTOR NAME (2a OR 2b)

2a. ORGANIZATION'S NAME
Tri-State Healthcare of New London, LLC

2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

3. CURRENT RECORD INFORMATION - SECURED PARTY NAME - INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME
PharMeria, Inc.

3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

4. ☐ TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

5. ☐ CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

6. ☐ ASSIGNMENT (full or partial): Give name of assignee in item 9a or 9b and address of assignee in item 9c; and also give name of assignor in item 11.

7. ☒ AMENDMENT (PARTY INFORMATION): This Amendment affects ☐ Debtor or ☒ Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 8 and/or 9.

☒ CHANGE name and/or address: Give current record name in item 8a or 8b; Also give new name (if name change) in item 9a or 9b and/or new address (if address change) in item 9c.

☐ DELETE name: Give record name to be deleted in item 8a or 8b.

☐ ADD name: Complete item 9a or 9b, and 9c; also complete items 9d-9g (if applicable).

8. CURRENT RECORD INFORMATION - INSERT ONLY ONE NAME (8a OR 8b) - Do Not Abbreviate or Combine Names

8a. ORGANIZATION'S NAME
PharMeria, Inc.

8b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

9. CHANGED (NEW) OR ADDED INFORMATION: - INSERT ONLY ONE NAME (9a OR 9b) - Do Not Abbreviate or Combine Names

9a. ORGANIZATION'S NAME
PharMerica, Inc.

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

9c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
175 Kelsey Lane	Tampa	FL	33619	USA

9d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	9e. TYPE OF ORGANIZATION	9f. JURISDICTION OF ORGANIZATION	9g. ORGANIZATIONAL ID#
				☐ NONE

10. AMENDMENT (COLLATERAL CHANGE): check only one
Describe collateral ☐ deleted or ☐ added, or give entire ☐ restated collateral description, or describe collateral ☐ assigned.

11. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an authorized by a Debtor, which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check ☐ and enter name of DEBTOR here authorizing this Amendment.

11a. ORGANIZATION'S NAME

11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

12. OPTIONAL FILER REFERENCE DATA
463685

STANDARD FORM - FORM UCC-3 (REV.12/2001) Filing Office Copy Approved by the Secretary of State, State of Florida

STATE OF FLORIDA UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
Robert M. Hirsh, Esq. (212) 484-3900

B. SEND ACKNOWLEDGEMENT TO:
Name CSC
Address P.O. Box 5828
Address Tallahassee, FL 32314
City/State (800) 342-8086

FLORIDA SECURED TRANSACTION REGISTRY

FILED
2006 Sep 01 AM 12:00
****** 200603569372 ******
C * 09010679670301-28.0028.00***

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (1a OR 1b) – Do Not Abbreviate Combine or Combine Names

1a. ORGANIZATION'S NAME Tri-State Healthcare of West Carrolton, LLC				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS 115 Elmwood Circle	CITY West Carrollton	STATE OH	POSTAL CODE 45449	COUNTRY USA
1d. TAX ID# 010795224	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Florida	1g. ORGANIZATIONAL ID# L03000031117 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – INSERT ONLY ONE DEBTOR NAME (2a OR 2b) – Do Not Abbreviate or Combine Names

2a. ORGANIZATION'S NAME Elm Creek of IHS, Inc., c/o National Corporate Research, Ltd.				
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS 600 North 2nd Street	CITY Harrisburg	STATE PA	POSTAL CODE 17101	COUNTRY USA
2d. TAX ID#	REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Pennsylvania	2g. ORGANIZATIONAL ID# 1582135 ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)

3a. ORGANIZATION'S NAME PharMerica, Inc.				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS 175 Kelsey Lane	CITY Tampa	STATE FL	POSTAL CODE 33619	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Secured Party shall have a blanket lien on all unencumbered accounts receivable of the Debtor(s) (Tri-State Healthcare of West Carrolton, LLC and Elm Creek of IHS, Inc.).

5. ALTERNATE DESIGNATION (if applicable)	☐	LESSEE/LESSOR	☐	CONSIGNEE/CONSIGNOR	☐	BAILEE/BAILOR	
	☐	AG. LIEN	☐	NON-UCC FILING	☐	SELLER/BUYER	

6. Florida DOCUMENTARY STAMP TAX – YOU ARE REQUIRED TO CHECK EXACTLY ONE BOX

☐ All documentary stamps due and payable or to become due and payable pursuant to s. 201.22 F. S., have been paid.

☒ Florida Documentary Stamp Tax is not required.

7. OPTIONAL FILER REFERENCE DATA 348815-8

STANDARD FORM - FORM UCC-1 (REV.12/1001) Filing Office Copy Approved by the Secretary of State, State of Florida

348815-08